

22-

REQUESTED BY  
Land America  
IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

2004 JUN 14 PM 12:00

WERNER CHRISTEN  
RECORDER

\$22.00 PAID ka DEPUTY

APN# 1220-10-610-011

Amended And Restated  
Memorandum OF Lease  
Type of Document  
(Example: Declaration of Homestead, Quit Claim Deed, etc.)

Recording requested by:  
Eileen M. Best, Esq.

Return to:  
Name Shumaker, Loop & Kendrick, LLP  
Address 1000 Jackson Street  
City/State/Zip Toledo, Ohio 43624-1573  
Attn: Eileen M. Best, Esq.

This page added to provide additional information required by NRS 111.312 Sections 1-2  
(An additional recording fee of \$1.00 will apply.)

This cover page must be typed or printed clearly in black ink only.

CS12/03

0616040  
BK0604PG06795

**AMENDED AND RESTATED MEMORANDUM OF LEASE**

**THIS AMENDED AND RESTATED MEMORANDUM OF LEASE** is made as of the 1st day of March, 2004 by and among **HEALTH CARE REIT, INC.**, a Delaware corporation, **HCRI NEVADA PROPERTIES, INC.**, a Nevada Corporation, and **HCRI TEXAS PROPERTIES, LTD.**, a Texas limited partnership (collectively, the "Landlord"), and **MGP IX, LLC**, a Washington limited liability company (the "Tenant").

1. Memorandum of Lease. A Memorandum of Lease dated as of September 30, 2002 was recorded on October 14, 2002 in the Official Records of Douglas County, Nevada as Instrument No. 0554706, Book 1002, Page 5229 ("Memorandum of Lease").

2. Lease. Landlord and Tenant have entered into and executed an Amended and Restated Master Lease Agreement (the "Lease") dated as of September 30, 2002 ("Effective Date") relating to facilities located in Austin, Texas, Atlanta, Georgia, Naples, Florida, Roswell, Georgia, and Mesa, Arizona and Gardnerville, Nevada. Effective as of March 1, 2004, Landlord and Tenant have entered into a certain Third Amendment to Amended and Restated Master Lease Agreement pursuant to which a portion of the real property located in Gardnerville, Nevada was removed from the Lease. Effective as of March 1, 2004, the legal description for the facility located in Gardnerville, Nevada is amended and shall be as described on Exhibit A attached hereto ("Premises").

3. Address of Landlord. Landlord's address as set forth in the Lease is One SeaGate, Suite 1500, P. O. Box 1475, Toledo, Ohio 43603-1475.

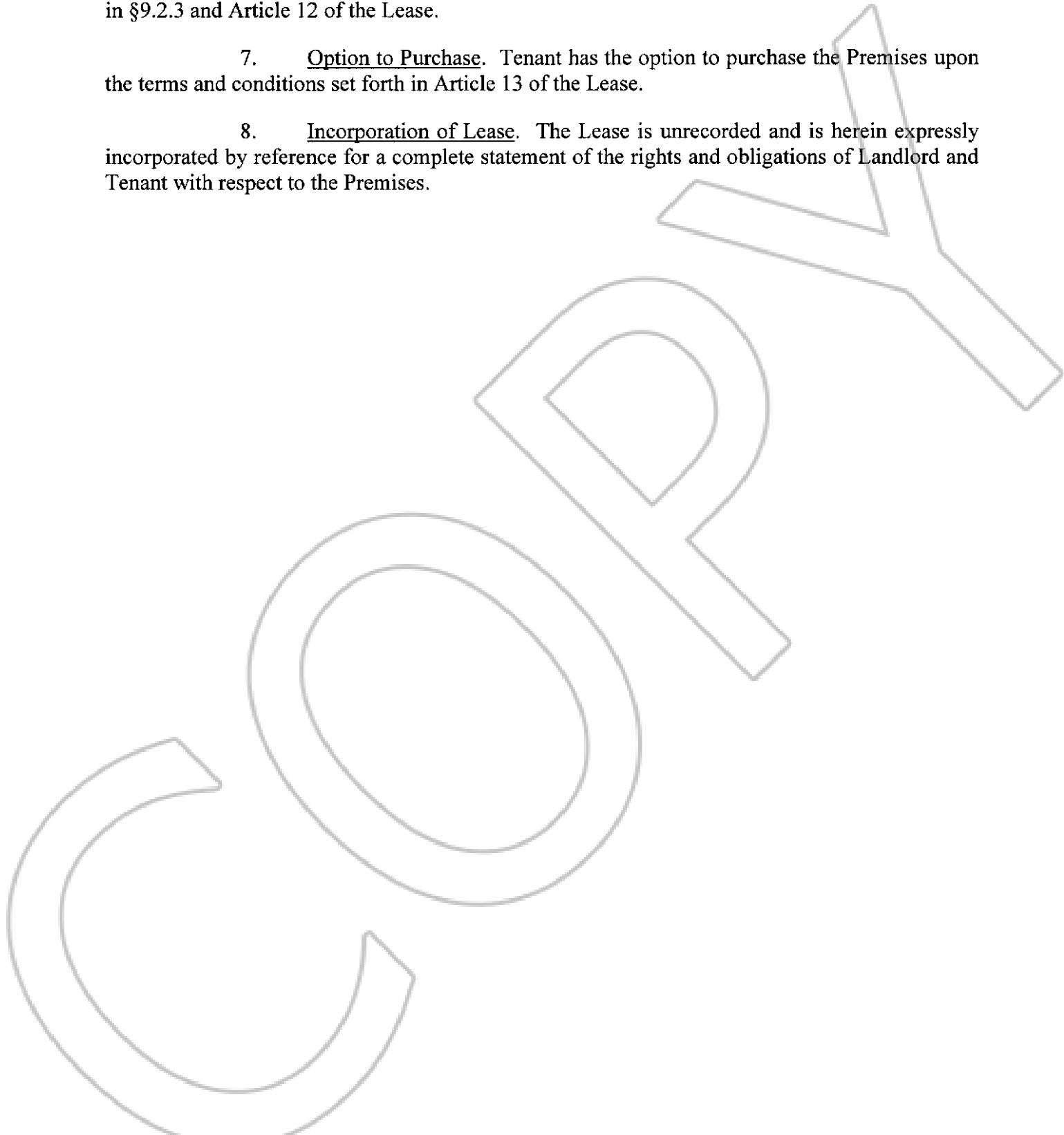
4. Address of Tenant. Tenant's address as set forth in the Lease is 1938 Fairview Avenue E, Suite 300, Seattle, Washington 98102.

5. Term of Lease. The initial term ("Initial Term") of the Lease commences on the Effective Date and expires at 12:00 Midnight Eastern Time on November 30, 2013 ("Expiration Date"); provided, however, that any addition to the Leased Property pursuant to amendment of the Lease shall extend the Initial Term so that the Initial Term shall expire on the Amended Commencement Date as set forth in such amendment.

6. Options to Renew. Tenant has the option to renew the Lease as set forth in §9.2.3 and Article 12 of the Lease.

7. Option to Purchase. Tenant has the option to purchase the Premises upon the terms and conditions set forth in Article 13 of the Lease.

8. Incorporation of Lease. The Lease is unrecorded and is herein expressly incorporated by reference for a complete statement of the rights and obligations of Landlord and Tenant with respect to the Premises.



0616040  
BK0604PG06797

IN WITNESS WHEREOF, Landlord and Tenant have executed this Memorandum of Lease as of the date first set forth above.

Signed and acknowledged in the presence of:

Signature Rita J. Rogge  
Print Name RITA J. ROGGE

Signature Kathleen A. Sullivan  
Print Name KATHLEEN A. SULLIVAN

Signature Rita J. Rogge  
Print Name RITA J. ROGGE

Signature Kathleen A. Sullivan  
Print Name KATHLEEN A. SULLIVAN

Signature Rita J. Rogge  
Print Name RITA J. ROGGE

Signature Kathleen A. Sullivan  
Print Name KATHLEEN A. SULLIVAN

**HEALTH CARE REIT, INC.**

By: Erin C. Ibele  
Title: ERIN C. IBELE  
VICE PRESIDENT  
& CORPORATE SECRETARY

**HCRI TEXAS PROPERTIES, LTD.**

By: Health Care REIT, Inc., General Partner

By: Erin C. Ibele  
Title: ERIN C. IBELE  
VICE PRESIDENT  
& CORPORATE SECRETARY

**HCRI NEVADA PROPERTIES, INC.**

By: Erin C. Ibele  
Title: ERIN C. IBELE  
VICE PRESIDENT  
& CORPORATE SECRETARY

MGP IX, LLC

By: Merrill Gardens L.L.C., Member,  
By: Merrill Associates Limited Partnership,  
Manager,  
By: The Merrill Group Inc., General Partner

Signature *June Wright*  
Print Name June Wright

By: *Douglas Spear*  
Title: SVP-CFO

Signature *Julie Same*  
Print Name Julie Same

By: *William Pettit, Jr.*  
Title: President

Signature *June Wright*  
Print Name June Wright

Signature *Julie Same*  
Print Name Julie Same

STATE OF OHIO )  
) SS:  
COUNTY OF LUCAS )

The foregoing instrument was acknowledged before me this 26 day of February, 2004 by ERIN C. IBELE, the VICE PRESIDENT & CORPORATE SECRETARY of Health Care REIT, Inc., a Delaware corporation, on behalf of the corporation.

*Rita J. Rogge*  
Notary Public

My Commission Expires: \_\_\_\_\_



[SEAL]  
RITA J. ROGGE  
Notary Public, State of Ohio  
Commission Expires 8/26/05

0616040  
BK0604PG06799

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

The foregoing instrument was acknowledged before me this 26 day of February, 2004 by ERIN C. BELE, the VICE PRESIDENT & CORPORATE SECRETARY of Health Care REIT, Inc., a Delaware corporation, the general partner of HCRI Texas Properties, Ltd., a Texas limited partnership, on behalf of the limited partnership.

Rita J. Rogge  
Notary Public

My Commission Expires: \_\_\_\_\_



RITA J. ROGGE [SEAL]  
Notary Public, State of Ohio  
Commission Expires 8/26/05

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

The foregoing instrument was acknowledged before me this 26 day of February, 2004 by ERIN C. BELE, the VICE PRESIDENT & CORPORATE SECRETARY of Nevada Properties, Inc., a Nevada corporation, on behalf of the corporation.

Rita J. Rogge  
Notary Public

My Commission Expires: \_\_\_\_\_



RITA J. ROGGE [SEAL]  
Notary Public, State of Ohio  
Commission Expires 8/26/05

0616040

BK0604PG06800

STATE OF WASHINGTON )  
 ) SS:  
COUNTY OF KING )

I certify that I know or have satisfactory evidence that DOUGLAS SPEAR and WILLIAM PETTIT JR are the persons who appeared before me, and said persons acknowledged that they signed this instrument, on oath stated that they were authorized to execute the instrument and acknowledged it as the SUP-CFO and PRESIDENT of The Merrill Group, Inc., as general partner of Merrill Associates Limited Partnership, as manager of Merrill Gardens L.L.C., as manager of MGP IX, LLC, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

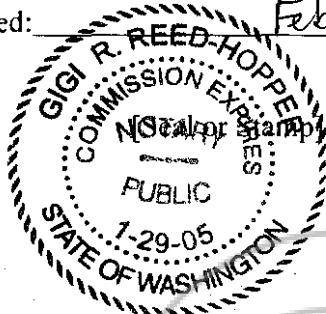
Dated:

February 18, 2004

Gigi R. Reed-Hopper  
Notary Public

GIGI R. REED-HOPPER  
[Printed Name]

My appointment expires: 1-29-05



**THIS INSTRUMENT PREPARED BY:**

Oksana M. Ludd, Esq.  
Shumaker, Loop & Kendrick, LLP  
1000 Jackson Street  
Toledo, Ohio 43624-1573

0616040

BK0604PG06801

**EXHIBIT A: LEGAL DESCRIPTION**  
Facility Name: Merrill Gardens at Gardnerville  
Gardnerville, Nevada

All that certain lot, piece of parcel of land situate in the County of Douglas, State of Nevada, described as follows:

**PARCEL 1:**

All that real property situate in the County of Douglas, State of Nevada, described as follows:

A parcel of land located within a portion of Section 10, Township 12 North, Range 20 East, Mount Diablo Meridian, more particularly described as follows:

Commencing at the northeasterly corner of Lot 5, Block "D" as shown on the Final Map for Jewel Commercial Park, Phase 2 filed for record July 24, 1997 in the office of Recorder, Douglas County, Nevada as Document No. 417846, the southwesterly terminus of Mathias Parkway;

thence along the boundary of said Lot 5, South 29°35'16" West, 237.13 feet to the POINT OF BEGINNING;

thence continuing along the boundary of said Lot 5 the following courses:

South 29°35'16" West, 468.08 feet;

North 46°24'12" West, 620.29 feet to a point on the southerly right-of-way of Virginia Ranch Road;

thence along said right-of-way, North 29°25'16" East, 567.22 feet to the southwesterly corner of Lot 5A as shown on the Record of Survey for Jewel Commercial Park recorded September 19, 1997 in said office of Recorder as Document No. 422092;

thence along the boundary of said Lot 5A, South 60°24'44" East, 82.61 feet;

thence leaving said boundary of Lot 5A, South 11°08'02" East, 343.63 feet;

thence South 71°18'45" East, 58.86 feet;

thence South 60°24'44" East, 237.25 feet to the POINT OF BEGINNING,

containing 6.51 acres, more or less.

**PARCEL 2:**

A parcel of land located within a portion of Section 10, Township 12 North, Range 20 East, M.D.M., more particularly described as follows:

COMMENCING at the Northeasterly corner of Lot 5, Block D as shown on the Final Map for Jewel Commercial Park, Phase 2, recorded July 24, 1997 in the Office of the Recorder, Douglas County, Nevada as Document No. 417846, the Southwesterly terminus of Mathias Parkway:



THENCE along the Southerly right of way of said Mathias Parkway, North  $44^{\circ}45'21''$  West, 423.56 feet to the POINT OF BEGINNING;  
THENCE South  $45^{\circ}14'39''$  West, 20.00 feet;  
THENCE South  $81^{\circ}33'55''$  West, 134.55 feet;  
THENCE North  $60^{\circ}24'44''$  West, 82.61 feet to a point on the Easterly line of Virginia Road;  
THENCE North  $29^{\circ}35'16''$  East, 116.94 feet;  
THENCE along the arc of a curve to the right having a radius of 30.00 feet, central angle of  $105^{\circ}39'23''$  and an arc length of 55.32 feet to a point on the Southerly right of way of said Mathias Parkway;  
THENCE South  $44^{\circ}45'21''$  East, 161.91 feet to the POINT OF BEGINNING.

Reference is made to Record of Survey recorded September 19, 1997 in Book 997, Page 4056, as Document No. 422092.

0616040

BK0604 PG06803